

Electronically Recorded

Tarrant County Texas

Official Public Records

10/22/2010 2:57 PM

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Electronically Recorded
Chesapeake Operating, Inc.

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

L0564686

AMENDMENT TO OIL, GAS, AND MINERAL LEASE

Reference is hereby made to that certain Oil, Gas and Mineral Lease (hereinafter referred to as "the Lease") dated the 30th day of November, 2006, by and between Jerry J. Carstarphen and wife, Freida J. Carstarphen, as Lessor, and Dale Resources, L.L.C., as Lessee, whose address is 2100 Ross Avenue, Suite 1870, LB-9, Dallas, TX 75201, which Lease is recorded as Document No. D206408734 of the Official Public Records of Tarrant County, Texas.

WHEREAS, Dale Resources, L.L.C. assigned the Lease to Dale Property Services, LLC by Assignment of Oil, Gas and Mineral Leases recorded as Document No. D207118883 of the Official Public Records of Tarrant County, Texas; and

WHEREAS, Conveyance by and between Dale Property Services, L.L.C. as grantor and Chesapeake Exploration Limited Partnership (now Chesapeake Exploration, L.L.C. by merger) as grantee recorded as Document No. D207131206, Deed Records, Tarrant County, Texas.

WHEREAS, Partial Assignment and Bill of Sale by and between Chesapeake Exploration Limited Partnership as assignor and Parallel L.P. (now Parallel Petroleum, L.L.C.) and Wes-Tex Drilling Company, L.P. as assignee, recorded as Document No. D207227193, Deed Records, Tarrant County, Texas.

WHEREAS, TOTAL E&P USA, INC., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the Lease by Assignment, Bill of Sale and Conveyance, recorded as Document No. D210019134 of the Official Public Records of Tarrant County, Texas; and,

WHEREAS, the aforementioned Assignees and Grantees are collectively referred to as "Lessee."

WHEREAS, the Leased Premises described in the Lease reads as follows:

"SEE EXHIBIT A"

WHEREAS, it is the desire of the said Lessor and Lessee to amend the description of the Lease.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned do hereby delete the description in the Lease as described above and in its place insert the following:

0.294 acres of land, more or less, being Lot 1, Block 3, Oak Park Estates Addition, an Addition to the city of Hurst, being more particularly described by metes and bounds in that certain Plat Map recorded in Volume 388-20, Page 91, Plat Records, Tarrant County, Texas.

It is understood and agreed by all parties hereto that in all other respects, the lease and the prior provisions shall remain in full force and effect. Furthermore, each of the undersigned do hereby ratify, adopt and confirm the Lease as hereby amended, as a valid and subsisting Lease and the undersigned Lessor does hereby grant, demise, lease and let unto Lessee, the present owners of the Lease, the lands covered by the Lease, subject to and in accordance with all of the terms and provisions of the Lease as hereby amended.

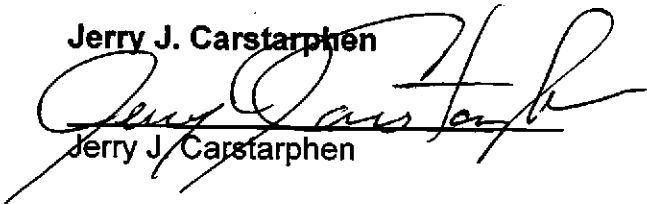
The terms and provisions hereof shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

This instrument may be executed in one document signed by all the parties or in separate documents which shall be counterparts hereof. If executed in separate counterparts, all such counterparts, when executed by one or more parties, shall constitute but one and the same instrument. The failure of one or more parties to execute this instrument or a counterpart hereof shall not in any manner affect the validity and binding effect of same as to the parties who execute said instrument.

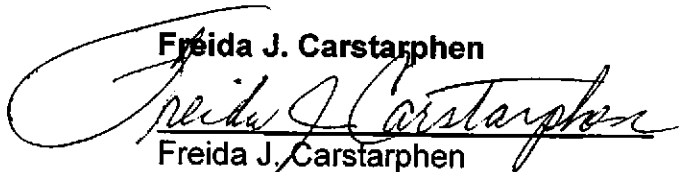
EXECUTED the 12th day of July, 2010, but for all purposes effective the 30th day, of November 2006.

LESSOR:

Jerry J. Carstarphen


Jerry J. Carstarphen

Freida J. Carstarphen


Freida J. Carstarphen

LESSEE:

Chesapeake Exploration, L.L.C.
an Oklahoma limited liability company

By:


Henry J. Hood
Senior Vice President – Land and Legal
& General Counsel

On
QA
CH

LESSEE:

Parallel Petroleum, LLC
a Delaware Limited Liability Company

By: **John S. Rutherford**
As: **Vice President**

It is understood and agreed by all parties hereto that in all other respects, the lease and the prior provisions shall remain in full force and effect. Furthermore, each of the undersigned do hereby ratify, adopt and confirm the Lease as hereby amended, as a valid and subsisting Lease and the undersigned Lessor does hereby grant, demise, lease and let unto Lessee, the present owners of the Lease, the lands covered by the Lease, subject to and in accordance with all of the terms and provisions of the Lease as hereby amended.

The terms and provisions hereof shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

This instrument may be executed in one document signed by all the parties or in separate documents which shall be counterparts hereof. If executed in separate counterparts, all such counterparts, when executed by one or more parties, shall constitute but one and the same instrument. The failure of one or more parties to execute this instrument or a counterpart hereof shall not in any manner affect the validity and binding effect of same as to the parties who execute said instrument.

EXECUTED the _____ day of _____, 2010, but for all purposes effective the 30th day, of November 2006.

LESSOR:

Jerry J. Carstarphen

Jerry J. Carstarphen

Freida J. Carstarphen

Freida J. Carstarphen

LESSEE:

Chesapeake Exploration, L.L.C.
an Oklahoma limited liability company

By:

Henry J. Hood
Senior Vice President – Land and Legal
& General Counsel

LESSEE:

Parallel Petroleum, LLC
a Delaware Limited Liability Company



By: John S. Rutherford
As: Vice President

LESSEE:

Wes-Tex Drilling Company, L.P.
a Texas limited partnership

By: Wes-Tex Holdings, LLC
General Partner

By: David Morris
As: Vice President

LESSEE:

TOTAL E&P USA, INC.,
a Delaware corporation

By: Eric Bonnin
As: Vice President- Business Development and Strategy

ACKNOWLEDGEMENTS

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

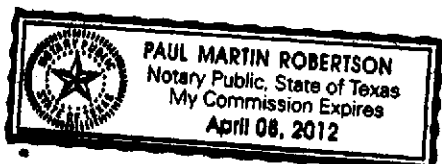
This instrument was acknowledged before me on this the 12th day of July, 2010, by Jerry J. Carstarphen.



Paul M Robertson
Notary Public, State of Texas

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on this the 12th day of July, 2010, by Freida J. Carstarphen.




Paul M Robertson
Notary Public, State of Texas

LESSEE:

Wes-Tex Drilling Company, L.P.
a Texas limited partnership

By: Wes-Tex Holdings, LLC
General Partner


By: David Morris
As: Vice President

LESSEE:

TOTAL E&P USA, INC.,
a Delaware corporation


By: Eric Bonnin
As: Vice President- Business Development and Strategy

ACKNOWLEDGEMENTS

THE STATE OF TEXAS §
 §
COUNTY OF _____ §

This instrument was acknowledged before me on this the _____ day of _____,
2010, by Jerry J. Carstarphen.

Notary Public, State of Texas

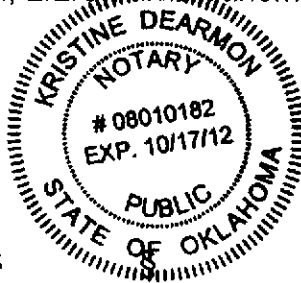
THE STATE OF TEXAS §
 §
COUNTY OF _____ §

This instrument was acknowledged before me on this the _____ day of _____,
2010, by Freida J. Carstarphen.

Notary Public, State of Texas

THE STATE OF OKLAHOMA §
 §
 COUNTY OF OKLAHOMA §

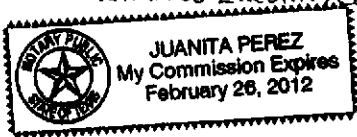
This instrument was acknowledged before me on this the 23 day of August, 2009, by Henry J. Hood, Senior Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company on behalf of said company.



[Signature]
 Notary Public, State of Texas

THE STATE OF TEXAS §
 §
 COUNTY OF MIDLAND §

This instrument was acknowledged before me on this the 21st day of July, 2009, by John S. Rutherford, Vice President of Parallel Petroleum Corporation, a Delaware corporation, on behalf of said corporation. LLC
Limited Liability Company



[Signature]
 Notary Public, State of Texas

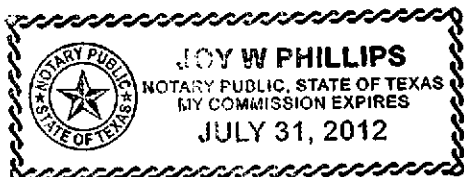
THE STATE OF TEXAS §
 §
 COUNTY OF TAYLOR §

This instrument was acknowledged before me on this the _____ day of _____, 2009, by David Morris, Vice President of Wes-Tex Holdings, LLC, General Partner of Wes-Tex Drilling Company, LP, a Texas limited partnership, on behalf of said corporation

 Notary Public, State of Texas

STATE OF TEXAS)
)
 COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 24th day of September, 2010, by Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.



[Signature]
 Notary Public, State of Texas
 Notary's name:
 Notary's Commission Expires:

THE STATE OF OKLAHOMA §
 §
 COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on this the _____ day of _____, 2009, by Henry J. Hood, Senior Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company on behalf of said company.

 Notary Public, State of Texas

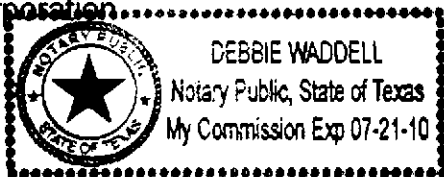
THE STATE OF TEXAS §
 §
 COUNTY OF MIDLAND §

This instrument was acknowledged before me on this the _____ day of _____, 2009, by John S. Rutherford, Vice President of Parallel Petroleum Corporation, a Delaware corporation, on behalf of said corporation.

 Notary Public, State of Texas

THE STATE OF TEXAS §
 §
 COUNTY OF TAYLOR §

This instrument was acknowledged before me on this the 15th day of July, 2009, by David Morris, Vice President of Wes-Tex Holdings, LLC, General Partner of Wes-Tex Drilling Company, LP, a Texas limited partnership, on behalf of said corporation.



Debbie Waddell
 Notary Public, State of Texas

STATE OF TEXAS)
)
 COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this ____ day of _____, 2010, by Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.

Record & Return To:
 Chesapeake Operating, Inc.
 P.O. Box 18496
 Oklahoma City, OK 73154

 Notary Public, State of Texas
 Notary's name:
 Notary's Commission Expires: